

GODFREY & KAHN, S.C.  
One East Main Street, Suite 500  
P.O. Box 2719  
Madison, Wisconsin 53701-2719  
Telephone: (608) 257-3911  
Facsimile: (608) 257-0609

Katherine Stadler

*Attorneys for the Fee Committee*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN SUTHERLAND ASBILL & BRENNAN LLP  
AND THE FEE COMMITTEE REGARDING THE  
FOURTH INTERIM APPLICATION OF SUTHERLAND ASBILL & BRENNAN LLP,  
SPECIAL COUNSEL TO THE DEBTORS,  
FOR COMPENSATION AND EXPENSES  
FOR THE PERIOD FEBRUARY 1, 2011 THROUGH MAY 31, 2011**

**TO: THE HONORABLE JAMES M. PECK  
U.S. BANKRUPTCY JUDGE**

WHEREAS, on August 15, 2011, Sutherland Asbill & Brennan LLP (“Sutherland”) filed the *Fourth Interim Fee Application of Sutherland Asbill & Brennan LLP, as a Section 327(e) Professional, for Allowance of Compensation for Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred During the Period February 1, 2011 Through May 31, 2011* (the “Fourth Fee Application”) [Docket No. 19239] seeking interim fees in the amount of \$105,376 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$353.59;

WHEREAS, Sutherland regularly has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Fourth Fee Application, issued a Confidential Letter Report on November 21, 2011, and entered into a dialogue with Sutherland regarding this application; and

WHEREAS, as a result of this dialogue, Sutherland has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$5,775 for professional services rendered.

#### **STIPULATION**

NOW, THEREFORE, the Fee Committee and Sutherland hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Sutherland’s request for interim compensation and reimbursement of expenses in the reduced amount of \$99,601 in fees and \$353.59 in expenses.

Dated: Madison, Wisconsin  
April 12, 2012.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler  
Katherine Stadler  
GODFREY & KAHN, S.C.  
One East Main Street, Suite 500  
Madison, WI 53703  
Telephone: (608) 257-3911  
Facsimile: (608) 257-0609  
E-mail: [kstadler@gklaw.com](mailto:kstadler@gklaw.com)

*Attorneys for the Fee Committee*

Dated: Washington, D.C.  
April 10, 2012.

SUTHERLAND ASBILL & BRENNAN LLP

By: /s/ Jerome B. Libin  
Jerome B. Libin  
SUTHERLAND ASBILL & BRENNAN LLP  
1275 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
Telephone: (202) 383-0145  
Facsimile: (202) 637-3593  
E-mail: [Jerome.libin@sutherland.com](mailto:Jerome.libin@sutherland.com)

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